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WHEREAS, the Parties have filed a motion for preliminary approval of a modified Settlement, and the Court has reviewed and considered the motion, the supporting brief, the Addendum to the Settlement Agreement (the “Addendum”), and all exhibits thereto, including the proposed Postcard Class Notice (hereinafter, “Postcard Class Notice”), and finds there is sufficient basis for granting preliminary approval of the modified Settlement, directing that the modified notice be disseminated to every Class Member who is reasonably ascertainable from Transurban’s databases, and setting an amended schedule for the settlement proceedings;

IT IS HEREBY ORDERED that the Court’s prior Order dated April 7, 2016 granting preliminary approval of the Settlement is hereby amended and supplemented as follows:

1. Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Settlement Agreement and the Addendum.
2. The Court preliminarily approves the Settlement, as modified by the Addendum, finding that the terms are sufficiently fair, reasonable, and adequate to warrant dissemination of the Notice of the proposed Settlement to every Class Member who is reasonably ascertainable from Transurban’s databases. The Court finds that the Addendum to the Settlement Agreement contains no obvious deficiencies and that the Parties entered into the Addendum in good faith, following arm’s-length negotiation between their respective counsel.
3. The Court hereby approves the form and procedures for disseminating notice of the Settlement as set forth in the Settlement Agreement and the Addendum. The Court finds that the notice, including the Postcard Class Notice, to be given constitutes the best notice practicable under the circumstances, and constitutes valid, due, and sufficient notice in full compliance with the requirements of applicable law.

4. The Court will hold a final settlement approval hearing addressing the final approval of the Settlement, as modified by the Addendum, and an award of fees and expenses to Class Counsel, before the undersigned judge at the U.S. District Court, Eastern District of Virginia, Alexandria Division, Albert V. Bryan U.S. Courthouse, 401 Courthouse Square, Alexandria, VA 22314. At the final settlement approval hearing, the Court will consider: (i) whether the Settlement, as modified by the Addendum, should be finally approved as fair, reasonable, and adequate for the Settlement Class; (ii) whether a judgment granting approval of the Settlement, as modified by the Addendum, and dismissing the lawsuit with prejudice should be entered; and (iii) whether Class Counsel's application for attorneys' fees and expenses and the Service Awards should be granted.

5. The following amended schedule shall govern the class action settlement proceedings:

- a. The Settlement Administrator must cause the Postcard Class Notice, to be mailed by first-class mail to all reasonably identifiable Class Members, on or before twenty-one (21) days after this Order is entered on the docket.
- b. Settlement Class Members must mail any letter objecting to the Settlement postmarked on or before sixty-seven (67) days after this Order is entered on the docket.
- c. Class Members must mail any letter electing to exclude themselves from the Settlement Class postmarked on or before sixty-seven (67) days after this Order is entered on the docket.
- d. Settlement Class Members wishing to appear at the final settlement approval hearing must mail any letter stating their intent to appear postmarked on or before sixty-seven (67) days after this Order is entered on the docket.


e. The Parties shall submit motions for final approval of the Settlement, including any exhibits or attachments thereto, on or before eighty-one (81) days after this Order is entered on the docket.

f. The final settlement approval hearing shall be held on the first Thursday after twenty-one (21) days following the deadline for the Parties to file motions for final approval of the Settlement.

The dates established for items (b), (c), (d) and (f) shall be included in the Notice mailed to Class Members.

6. Class Representatives shall file, on or before eighty-one (81) days after this Order is issued, a motion for attorneys' fees and expenses and for the issuance of Service Awards. Defendants shall file any responses to the motion within two (2) weeks after the Class Representatives file their motion, and, if necessary, Class Representatives shall file a reply brief in support of their motion within one (1) week after the Defendants' responses are filed.

DATED: 6/16/16

 /s/  
James C. Cacheris  
United States District Judge  
The Hon. James C. Cacheris  
United States District Judge